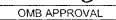


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION



OMB Number:

3235-0076

April 30, 2008

Expires: Estimated average burden hours per response.

•	
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Up to \$9,000,000 in limited liability company units of Entertainment Cruises Co-In	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule Type of Filing: ☒ New Filing ☐ Amendment	506 Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Entertainment Cruises Co-Investment LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
c/o ICV Capital Partners LLC, 666 Third Ave, 29th Fl, New York, NY 10017	212-455-9600
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including COCSSED
Same as above	Same as above
Brief Description of Business	SEP 2 1 ZUUN L
Making investment in equity securities of Entertainment Cruises Inc	THOMSON
Type of Business Organization	FINANCIAL
corporation limited partnership, already formed	other (please specify):Limited Liability Company
☐ business trust ☐ limited partnership, to be formed	
Actual or Estimated Date of Incorporation or Organization: Month Year	☑ Actual ☐ Estimated for State:
CN for Canada. FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Reg 15 U.S.C. 77d(6).	gulation D or Section 4(6), 17 CFR 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the first sale of securities in the off Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at tafter the date on which it is due, on the date it was mailed by United States registered or certified n	he address given below or, if received at that address
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D	.C. 20549
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be must be photocopies of the manually signed copy or bear typed or printed signatures.	manually signed. Any copies not manually signed
Information Required: A new filing must contain all information requested. Amendments need on changes thereto, the information requested in Part C, and any material changes from the information Appendix need not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with t are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim accompany this form. This notice shall be filed in the appropriate states in accordance with state lathis notice and must be completed.	he Securities Administrator in each state where sales for the exemption, a fee in the proper amount shall
ATTENTION———	
Failure to file notice in the appropriate states will not result in a loss of the federal e appropriate federal notice will not result in a loss of an available state exemption ur filing of a federal notice.	

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: Beneficial Owner ☐ Executive Officer ☐ Director General and/or ☐ Promoter Managing Partner Full Name (Last name first, if individual) ICV II Manager LLC Business or Residence Address (Number and Street, City, State, Zip Code) c/o ICV Capital Partners, L.P., 666 Third Avenue, 29th Floor, New York, NY 10017 Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Erasmus New York City Growth Fund LP Business or Residence Address (Number and Street, City, State, Zip Code) c/o Aldus Equity, 712 Fifth Avenue, 17th Floor, New York, NY 10019 Check Box(es) that Apply: Beneficial Owner ☐ Executive Officer ☐ Promoter □ Director General and/or Managing Partner Full Name (Last name first, if individual) CIT Lending Services Corporation Business or Residence Address (Number and Street, City, State, Zip Code) 1 CIT Drive, Livingston, NJ 07039 ☐ Executive Officer Check Box(es) that Apply: Promoter Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) LEG Partners III SBIC, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Golub Capital, 551 Madison Avenue, 6th Floor, New York, NY 10022 Check Box(es) that Apply: Beneficial Owner General and/or Promoter ☐ Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) LB I Group Inc. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lehman Bros, Inc., 399 Park Avenue, 6th Floor, New York, NY 10022 Beneficial Owner Check Box(es) that Apply: ☐ Promoter ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Provender Opportunities Fund II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 17 State Street, New York, NY 10004 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Woods, Willie E. Business or Residence Address (Number and Street, City, State, Zip Code) c/o ICV Capital Partners, L.P., 666 Third Avenue, 29th Floor, New York NY 10017

				В.	INFORM	ATION AB	OUT OFFE	RING				
											Yes	No
1. Has	the issuer s	sold, or doe	es the issue	r intend to	sell, to nor	n-accredite	d investors	in this offe	ering?			\boxtimes
			A	Answer also	in Appen	dix, Colun	nn 2, if filin	g under UI	COE.			
2. Wha	t is the min	nimum inve	estment tha	at will be a	ccepted fro	m any indi	vidual?				\$500,0	00
*The managing member reserves the right to accept smaller participation.								Yes	No			
3. Does	s the offeri	ng permit j	oint owner	ship of a s	ingle unit?.	••••••••				••••••	🛛	
com offer and/	mission or ring. If a p or with a st	similar ren erson to be ate or state	nuneration listed is a es, list the r	for solicita n associate name of the	ation of pur d person or broker or	chasers in agent of a dealer. If r	l be paid or connection broker or nore than fi nformation	with sales dealer regis ive (5) pers	of securities stered with sons to be I	the SEC isted are		
Full Na	me (Last n	ame first, i	f individua	l)								
Busines	s or Reside	ence Addre	ss (Numbe	er and Stree	et, City, Sta	ate, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer				· <u></u>					
	1 Which Peck "All St										🔲 Al	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	ite, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer									
	which Pe										Π Δ1	1 States
,				•								
[IL]	[AK]	[AZ]	[KS]	[KY]	[LA]	[ME]	[DE] [MD]	[MA]	[FL] [MI]	[GA] [MN]	[MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NЛ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last na	ame first, i	f individua	l)	*****		<u> </u>					
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)		<u> </u>			
Name o	f Associate	d Broker o	or Dealer									
	which Peck "All St											l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
เหม	ISCI	[CD]	ITNI	iTXI	um	IVTI-	[VA]	[WA]	(WV)	twn	(WY)	IPR1

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged		
	Type of Security	Aggregat Offering Pr	Amount Already Sold
	Debt	\$	\$
	Equity	\$	 S
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Limited Liability Company Units		 \$9,000,000
	Other (Specify)		 \$
	Total		 \$ 9,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.	\$9,000,000	 \$ 7,000,000
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	6	 9,000,000
	Non-accredited Investors		 \$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part $C-$ Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		 \$
	Rule 504		 \$
	Total		 \$
			 φ
4. :	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$ -0-
	Printing and Engraving Costs	•••••	\$0
	Legal Fees		\$0
	Accounting Fees		\$0
	Engineering Fees		\$0
	Sales Commission (specify finders' fees separately)(Placement Agent Fees)		\$0
	Other Expenses (identify) Miscellaneous Expenses including market research, contingency		\$0
	travel fees	••••••	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES AND U	SE OF	PROCEEDS	
b.	and total expenses furnished in response	ate offering price given in response to Part C – Que to Part C – Question 4.a. This difference is the "a	djuste	<u> </u>	\$ 9,000,000
	each of the purposes shown. If the amounteek the box to the left of the estimate.	ed proceeds to the issuer used or proposed to be us ant for any purpose is not known, furnish an estimation The total of the payments listed must equal the addresponse to Part C – Question 4.b above.	ate and		
				Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		🗆	\$	<u>\$</u>
	Purchase of real estate		🗆	\$	□ \$
		llation of machinery and equipment			
		ldings and facilities			
	offering that may be used in exchan	luding the value of securities involved in this ge for the assets or securities of another issuer	🗆	\$	⋈ \$9,000,000
	Repayment of indebtedness		🗆	\$	<u>\$</u>
	Working capital		🗆	\$	<u>\$</u>
		•	🗆	\$	<u> </u>
	Column Totals		🗆	\$	<u> </u>
	Total Payments Listed (column total	ls added)			000,000
		D. FEDERAL SIGNATURE			
oll	owing signature constitutes an undertakir	signed by the undersigned duly authorized person. If you have to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursue.	d Excl	ange Commission	on, upon written
ssu	er (Print or Type)	Signature		Date	
	Capital Partners LLC	INT		August 22, 2006	j
Var	ne of Signer (Print or Type)	Trule of Signer (Print or Type)	C +L =	managina	or of ICV II
Vil	lie E. Woods	Managing Director of ICV Capital Partners, LL Manager LLC, the Managing Member of the Iss		managing memb	ei of IC v II

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	
Is any party described in 17 CFR 230.262 of such rule?		
	See Appendix, Column 5, for state response.	
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	s to furnish to any state administrator of any state in whi as required by state law.	ch this notice is filed, a notice on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators, upon written re	equest, information furnished by the
Limited Offering Exemption (ULOE) of	the state in which this notice is filed and understands the lishing that these conditions have been satisfied.	
The issuer has read this notification and knowndersigned duly authorized person.	ows the contents to be true and has duly caused this not	ice to be signed on its behalf by the
Issuer (Print or Type)	Signature	Date
ICV Capital Partners, LLC	th W 52	August 22, 2006
Name (Print or Type)	Title (Print or Type)	
Willie E. Woods	Managing Director of ICV Capital Partners, LLC, the Manager LLC, the Managing Member of the Issuer	managing member of ICV II

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	- 2	2	3			4			5
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited			
State	Yes	No 🗆		Investors	Amount	Investors	Amount	Yes	No 🗆
AL									-
AK			· · · · · · · · · · · · · · · · · · ·				 		
AZ									
AR					····				
CA									
СО									
CT									
DE									
DC									
FL									
GA.					····				
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ID									
IL	Π.								
IN			:	·					
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MD			······································						
MA			!						
MI							j		
MN						·			
MS				·					
МО									
MT									
NE									

APPENDIX

I		2	3	4 5						
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			under Sta (if yes explan waiver	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
NV										
ИН										
NJ		⊠	Up to \$9,000,000 in limited liability company units	1	500,000				⊠	
NM										
NY		×	Up to \$9,000,000 in limited liability company units	5	8,5000,000	-0-	-0-		⊠	
NC										
ND										
ОН						,				
ОК										
OR										
PA										
RI										
SC										
SD										
TN										
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